

THIS NOTICE MAY CONTAIN INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 16 APRIL 2014 ON MARKET ABUSE (AS AMENDED).

NOTICE OF ISSUER SUBSTITUTION

to the holders of those outstanding:

Atrium Finance Issuer B.V. (the Original Issuer)

EUR 300,000,000 2.625 per cent. notes due 2027 (ISIN XS2294495838)

issued under a EUR 1,500,000,000 euro medium term note programme (the **Programme**) and guaranteed by G City Europe Limited (formerly Atrium European Real Estate Limited) (the **Guarantor**)

(the **2027 Notes**).

NOTICE IS HEREBY GIVEN to the holders of the 2027 Notes (the **Noteholders** and each a **Noteholder**) that, in accordance with the terms and conditions of the 2027 Notes, the Original Issuer and the Guarantor intend to require the substitution of Atrium Finance Limited (the **New Issuer**) in place of the Original Issuer as principal debtor under the 2027 Notes (the **Substitution**). The proposed Substitution is conditional on the conversion of the New Issuer into a public limited company in Cyprus.

The 2027 Notes are constituted by a trust deed dated 24 September 2020 made between, amongst others, the Original Issuer, the Guarantor and Citibank, N.A., London Branch (the **Trustee**) relating to the Programme (the **Trust Deed**, which expression includes the same as it may be amended, supplemented or restated from time to time). Capitalised terms used but not defined in this notice shall have the meaning given to them in the Trust Deed.

The Substitution shall be implemented in accordance with Clause 8.3 (*Substitution*) of the Trust Deed and Condition 14 (*Reorganisation and Substitution*) of the 2027 Notes.

Following the Substitution (a) the 2027 Notes will continue to be listed on the Luxembourg Stock Exchange and (b) the Guarantor will continue to unconditionally and irrevocably guarantee the due and punctual payment of all sums payable by the New Issuer under the 2027 Notes in accordance with the Trust Deed.

A further notice will be published to Noteholders to confirm the date upon which the Substitution has been implemented.

Noteholders may direct any questions to the New Issuer at:

Lyubov Musova
(Director)
lmusova@aere.com

ATRIUM FINANCE PLC
79 Spyrou Kyprianou
MGO Protopapas building
3-rd floor
3076
Limassol
Cyprus

This Notice is given by:

The New Issuer:

Atrium Finance PLC
79 Spyrou Kyprianou
MGO Protopapas building
3-rd floor, 3076
Limassol
Cyprus

The Original Issuer:

Atrium Finance Issuer B.V.
Kalfjeslaan 380
1081 JA
Amsterdam
the Netherlands

G City Europe Limited:

11-15 Seaton Place
St Helier
Jersey
JE4 0QH
Channel Islands

Dated: 14 November 2022